

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD\*  
CHARLES T. KAPPLER  
JOHN H. DOYLE\*  
RICHARD N. BAGENSTOS  
JAMES C. MARTIN, JR.\*

\* ALSO ADMITTED IN NEW YORK  
\* ALSO ADMITTED IN MARYLAND

LAW OFFICES  
**ALVORD AND ALVORD**

200 WORLD CENTER BUILDING

918 SIXTEENTH STREET, N.W.

WASHINGTON, D.C.

20006-2973

(202) 393-2266

OF COUNSEL  
URBAN A. LESTER

CABLE ADDRESS  
"ALVORD"

TELEX  
440367 A AND A

TELEFAX  
(202) 393-2156

15739-D  
AUG 11 1989 - 1 20 PM

INTERSTATE COMMERCE COMMISSION

August 11, 1989

9-223A009

Ms. Noreta R. McGee  
Secretary  
Interstate Commerce Commission  
Washington, D.C. 20423

15739-E  
AUG 11 1989 - 1 20 PM

INTERSTATE COMMERCE COMMISSION

Dear Ms. McGee:

Enclosed for recordation pursuant to provisions of 49 U.S.C. Section 11303(a) are two (2) copies each of 1) an Assignment of Leases dated April 1, 1989 and 2) a Bill of Sale dated April 1, 1989, secondary documents as defined in the Commission's Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

The enclosed documents relate to the Lease Agreement for Railroad Freight Cars dated as of April 13, 1987, which was recorded on July 25, 1988 under Recordation Number 15739.

The names and addresses of the parties to the enclosed documents are:

Assignor/Seller: Citicorp Leasing, Inc.  
601 Midland Avenue  
Rye, NY 10580

Assignee/Buyer: Citicorp Railmark, Inc.  
c/o Citicorp North America, Inc.  
601 Midland Avenue  
Rye, NY 10580

The railroad equipment covered by the enclosed document is set forth in Schedule "A" attached hereto and made a part hereof and marked in red.

Also enclosed is a check in the amount of \$26 payable to the order of the Interstate Commerce Commission covering the required recordation fees.

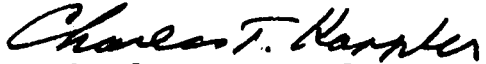
Ms. Noreta R. McGee  
August 11, 1989  
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Kindly return stamped copies of the enclosed documents to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary documents to appear in the Commission's Index is:

Assignment of Leases and Bill of Sale, each dated April 1, 1989 and between Citicorp Leasing, Inc. and Citicorp Railmark, Inc. covering railcars.

Very truly yours,

  
Charles T. Kappler

CTK/skh

Enclosures

ASSIGNMENT OF LEASES

This Assignment of Leases made this 1st day of April, 1989 between Citicorp Leasing, Inc. ("CLI") and Citicorp Railmark, Inc. ("CRI").

RECORDATION NO. 15732 FILED 1425

W I T N E S S E T H:

AUG 11 1989 - 1 20 PM

WHEREAS, by Bill of Sale dated the date hereof, <sup>INTERSTATE COMMERCE COMMISSION</sup> CLI has assigned to CRI the railroad freight cars described on Schedule A hereto (the "Equipment"), which cars are subject to various leasing agreements (the "Leases") with various lessees as described on Schedule A hereto; and

WHEREAS, CLI desires to assign the Leases to CRI and CRI desires to obtain all of the rights and benefits of CLI under the Leases and is willing to assume, from and after the date hereof, the obligations and liabilities of CLI under the Leases.

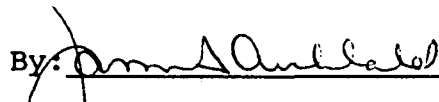
NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. Assignment of Leases. Effective the date hereof, CLI hereby transfers, sells and assigns to CRI all of CLI's right, title and interest, powers, privileges and other benefits in and to the Leases, including, without limitation, the right to receive all rentals and other amounts payable by any Lessee under any Lease.

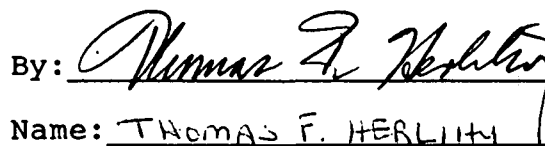
2. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of New York.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement of Leases as of the day and year first above written.

CITICORP LEASING, INC.

By:   
Name: JAMES S ARCHIBALD  
Title: VICE PRESIDENT

CITICORP RAILMARK, INC.

By:   
Name: THOMAS F. HERLIHY  
Title: DIRECTOR / PRESIDENT

STATE OF NEW YORK                    )  
  ) SS.  
COUNTY OF WESTCHESTER            )

On this 1 day of April, 1989, before me personally appeared JAMES S. ARONBAW, to me personally known, who being by me duly sworn, says that he is the VICE of Citicorp Leasing, Inc., that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of said instrument was his free act and deed.

Thomas A. Matamoros  
Notary Public

STATE OF NEW YORK                    )  
  ) SS.  
COUNTY OF WESTCHESTER            )

THOMAS A. MATAMOROS  
Notary Public, State of New York  
No. 31-4723452  
Qualified in New York County  
Cert. Filed in Westchester County  
Commission Expires November 30, 1990

On this 4 day of April, 1989, before me personally appeared THOMAS F. HERLIHY, to me personally known, who being by me duly sworn, says that he is the Director & President of Citicorp Railmark, Inc., that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of said instrument was his free act and deed.

Thomas A. Matamoros  
Notary Public

THOMAS A. MATAMOROS  
Notary Public, State of New York  
No. 31-4723452  
Qualified in New York County  
Cert. Filed in Westchester County  
Commission Expires November 30, 1990

## SCHEDULE "A"

<u>Lessee</u>	<u>Car Type/Mark</u>	<u>Lease Date</u>
Granite Rock	(40) Open Hoppers KGCX 1800-1806 KGCX 1808,1809 KGCX 1811,1814-1816 KGCX 1819,1821,1823 KGCX 1825,1826 KGCX 1828-1830,1832 KGCX 1834,1835,1837,1838 KGCX 1840-1845,1847,1849 KGCX 1852,1854,1855 KGCX 1857-1859	September 30, 1988
Granite/ Railtex	(20) Open Hoppers KGCX 1807,1810,1812,1813 KGCX 1817,1818,1820,1822 KGCX 1824,1827,1831,1833 KGCX 1836,1839,1846,1848 KGCX 1850,1851,1853,1856	September 30, 1988
Merchants	(81) Var. Cars JTHX 1002,1006,1007,1009, JTHX 1014,1015 CREX 344-352 WC 5901-5903 KJRY 222 KJRY 226 KJRY 4401-4405 CREX 701-710 CREX 950,952-955 CREX 960-965,967-969 CREX 1100-1109 CREX 908,911,912,914,944 CREX 974-976 CREX 971,972 CREX 1300-1312	October 15, 1989

## Schedule A cont'd

<u>Lessee</u>	<u>Car Type/Mark</u>	<u>Lease Date</u>
CSX	(69) Open Hoppers D&H 9701-9719,9721-9726 D&H 9728-9732,9734-9754 D&H 9757,1958,9760-9775	October 14, 1988
CSX	(43) Open Hoppers C&O 14136,14141,14143,14149 C&O 14151,14152,14156,14163 C&O 14166,14174,14177,14179 C&O 14201,14205,14211,14215 C&O 14217,14219,14221,14223 C&O 14227,14231,14233,14235 C&O 14237,14241,14243,14249 C&O 14251,14255,14257,14259 C&O 14261,14263,14265,14267 C&O 14269,14271,14275,14281 C&O 14283,14287,14289	October 14, 1988
CSX	(39) Open Hoppers CSXT 291050-291074 CSXT 291075-291088	October 14, 1988